

From: [Quinones, Edwin](#)
To: [Talton, Chuck](#)
Cc: [Shewmake, Kenneth](#)
Subject: FW: Star Lake Canal Site 104(e) -- Request for Extension
Date: Monday, October 22, 2018 6:53:09 AM
Attachments: [Star Lake Canal 104e response - 10-19-2018.pdf](#)
[Star Lake Canal 104e response - cover letter - 10-19-2018.pdf](#)

FYI

From: Webster, Timothy K. [mailto:twebster@sidley.com]
Sent: Sunday, October 21, 2018 11:18 AM
To: Quinones, Edwin <quinones.edwin@epa.gov>
Subject: RE: Star Lake Canal Site 104(e) -- Request for Extension

Ed, my apologies, I meant to send this on Friday. Attached is a courtesy copy of the 104(e) response sent by FedEx on Friday. Please let me know if you have any questions or comments. Tim

TIMOTHY K. WEBSTER

SIDLEY AUSTIN LLP
+1 202 736 8138
twebster@sidley.com

From: Quinones, Edwin <quinones.edwin@epa.gov>
Sent: Thursday, September 13, 2018 12:53 PM
To: Webster, Timothy K. <twebster@sidley.com>
Subject: RE: Star Lake Canal Site 104(e) -- Request for Extension

Hi Tim,

It was a pleasure speaking with you this morning. The Superfund Division's Technical and Enforcement Branch Chief granted your request for a 30-day extension. If you have any questions or would like to further discuss the scope of the request, please feel free to contact me.

Best regards,

Ed Quinones
Assistant Regional Counsel
US EPA Region 6
1445 Ross Ave.
Dallas, TX 75202
214-665-8035

From: Webster, Timothy K. [mailto:twebster@sidley.com]
Sent: Thursday, September 13, 2018 10:10 AM
To: Quinones, Edwin <quinones.edwin@epa.gov>
Subject: Star Lake Canal Site 104(e) -- Request for Extension

Hello Edwin, per my voicemails, I have been asked to represent ServiceMaster and Terminix in connection with three CERCLA Section 104(e) requests (three total requests to ServiceMaster Global Holdings, Inc., The ServiceMaster Company, LLC, and The Terminix International Company Limited Partnership).

As you know, the Section 104(e) requests each include an attachment that provides details about the very complicated corporate history that EPA has already developed (the Attachment 4 nexus summaries). It will take time for us to digest what EPA has included and conduct our own review and search. In the circumstances, and given the relatively short time before the original deadline, we respectfully request a 30-day extension to respond to each of the three requests. I would be happy to discuss this with you further. Regards, Tim

TIMOTHY K. WEBSTER

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immediately.



William R. McAllister
General Counsel - Terminix Residential
150 Peabody Place
Memphis, TN 38103
Direct Dial: 901/597-2139
E-Mail: William.McAllister@servicemaster.com

October 19, 2018

Mr. Kenneth Talton
Superfund Enforcement Assessment Section (6SF-TE)
U.S. EPA, Region 6
1445 Ross Avenue
Dallas, Texas 75202-2733

Re: CERCLA 104(e) Information Requests to ServiceMaster Global Holdings, Inc., The ServiceMaster Company, LLC, and The Terminix International Company Limited Partnership

Dear Mr. Talton,

Enclosed with this letter you will find the joint responses of ServiceMaster Global Holdings, Inc., The ServiceMaster Company, LLC, and The Terminix International Company Limited Partnership to three information requests issued under § 104(e) of the Comprehensive Environmental Response, Compensation, and Liability Act on August 15, 2018 and received on August 20, 2018. The 30-day deadline for response was extended by 30 additional days to Friday, October 19, 2018, as reflected in an email from Edwin Quinones, EPA, to Tim Webster, dated September 13, 2018. Also enclosed are documents responsive to these requests, Bates labeled SVM000001 through SVM000208. If you have any questions regarding the joint response or the enclosed documents, please do not hesitate to contact me.

Sincerely,

A handwritten signature in blue ink, appearing to read "W. R. McAllister", with a stylized flourish at the end.

William R. McAllister
General Counsel, Terminix Residential

**RESPONSES AND OBJECTIONS OF SERVICEMASTER GLOBAL HOLDINGS, INC.,
THE SERVICEMASTER COMPANY, LLC, AND THE TERMINIX INTERNATIONAL
COMPANY LIMITED PARTNERSHIP TO EPA'S AUGUST 15, 2018 CERCLA § 104(e)
REQUEST FOR INFORMATION**

ServiceMaster Global Holdings, Inc., The ServiceMaster Company, LLC, and The Terminix International Company Limited Partnership (collectively, "Respondents") hereby submit their Responses and Objections to the Environmental Protection Agency's ("EPA's") Information Request ("Request"), dated August 15, 2018, pursuant to Section 104(e) of the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") regarding the Star Lake Canal Superfund Site. The Information Request was received via certified mail on August 20, 2018. The 30-day deadline for response was extended by 30 additional days to Friday, October 19, 2018, as reflected in an email from Edwin Quinones, EPA, to Tim Webster, dated September 13, 2018. Respondents have made a reasonable, good faith inquiry to identify information responsive to the Request within the timeframe allowed by EPA but Respondents expressly reserve their right to supplement these responses.

For convenience, the following Response and Objections are made on behalf of all three Respondents.

Respondents' Responses to Requests for Information

GENERAL INFORMATION CONCERNING RESPONDENTS

1. Provide the full legal name and mailing address of the Respondent.

ServiceMaster Global Holdings, Inc.
150 Peabody Place
Memphis, TN 38103

The ServiceMaster Company, LLC
150 Peabody Place
Memphis, TN 38103

The Terminix International Company Limited Partnership
150 Peabody Place
Memphis, TN 38103

2. Identify and provide the full name, title, business address, and business telephone number for each person answering these questions on behalf of the Respondent, and each person(s) that was relied on or consulted with the preparation of the answer.

The responses on behalf of the Respondents were compiled by Stephen Carter, Attorney, ServiceMaster Company BSC, LLC, and outside counsel to the Respondents.

3. If Respondent wishes to designate an individual for all future correspondence concerning this Site, including legal notices, please provide the individual's name, address, and telephone number.

Please send future correspondence to the following individuals:

William R. McAllister
General Counsel, Terminix Residential
150 Peabody Place
Memphis, Tennessee 38103

Stephen F. Carter
Assistant General Counsel, Litigation
The ServiceMaster Company, LLC
150 Peabody Place
Memphis, Tennessee 38103

Timothy K. Webster
Sidley Austin, LLP
1501 K Street, N.W.
Washington, D.C. 20005

4. If Respondent is a business, please give a brief description of the nature of the business.

ServiceMaster Global Holdings, Inc. is a publicly traded holding company. With its majority-owned subsidiary partnerships, limited liability companies and corporations, it is a leading provider of residential and commercial services. Company-owned brands include:

- AmeriSpec, providing home inspection services
- Furniture Medic, providing furniture and cabinetry repair and restoration services
- Merry Maids, the country's largest network of home cleaning franchises
- ServiceMaster Clean, providing janitorial, floor, carpet and upholstery cleaning services
- ServiceMaster Restore, restoring homes and businesses damaged by fire, water, and disasters
- Terminix, providing pest control services

The ServiceMaster Company, LLC is a holding company indirectly owned by ServiceMaster Global Holdings, Inc. It owns stock in several other subsidiaries and indirectly owns The Terminix International Company Limited Partnership.

The Terminix International Company Limited Partnership provides pest and termite control and related services throughout the United States.

REQUESTS FOR DOCUMENTS

Section 1

1. Do you and/or any of your associated entities have or have ever had a corporation relationship with Riverside Chemical Company?

RESPONSE: Respondents object to the terms “associated entities” and “corporation relationship” as undefined, vague, and ambiguous. Respondents interpret the term “associated entities” to refer to subsidiaries of the Respondents and the term “corporate relationship” to ask whether Riverside Chemical Company was ever a subsidiary of any of the Respondents (or of any of their subsidiaries) or a predecessor to any Respondent or affiliate through merger or name change. Subject to the foregoing objection, Respondents state as follows: No. The “Corporate Succession and Relationships” attachment to the Information Request for the Riverside Chemical Company (“Corporate Succession Summary”), provided to Respondents as Information Request Enclosure 4, contains a corporate history for Cook Industries, Inc. that wrongfully implies that ServiceMaster Global Holdings, Inc. and The Terminix International Company Limited Partnership (“Terminix LP”) may be successors to Terminix International, Inc., formerly known as Cook Industries, Inc. (hereinafter, “Old Terminix”) in 1986. That is not correct.

Specifically, ServiceMaster Industries, Inc., the predecessor to ServiceMaster Global Holdings, Inc. (both entirely unrelated to Old Terminix), entered into an Agreement for Purchase and Sale of Assets (“Asset Purchase Agreement”) with Old Terminix, dated November 12, 1986. A copy of the Asset Purchase Agreement, with the purchase price redacted, is provided with this response at SVM000001-55. In that agreement, ServiceMaster Industries, Inc. indicated the creation of a new entity (*i.e.*, Terminix LP) to purchase from Old Terminix “substantially all of those assets related to its termite inspection and extermination, pest control, and product sales

business....” (the “Pest Control Business”).¹ Terminix LP was in fact established as a Delaware limited partnership on November 25, 1986. Neither the newly created entity (Terminix LP) nor ServiceMaster Industries, Inc. (or any subsidiary) were merged with nor purchased the stock of Old Terminix. Nor did any Respondent or predecessor or subsidiary purchase the stock of or agree to assume any liabilities related to Riverside Chemical Company/RCC, Inc.

A document from the transaction’s acquisition binder lists the real property assets related to the Pest Control Business purchased by Terminix LP. SVM000208. This demonstrates that the only real property conveyed through the Asset Purchase Agreement were in California and New Jersey, both of which are very far away from Port Neches, Texas. The Asset Purchase Agreement also includes a clause stating that “SELLER shall retain ownership of all assets other than the Assets” purchased under the agreement. SVM000007. Thus, even if Old Terminix still owned any assets related to Riverside Chemical Company/RCC, Inc. at the time of the closing on the Asset Purchase Agreement, which appears highly unlikely for the reasons described below, Terminix LP did not buy those assets and only agreed to assume certain specific debts, liabilities, and obligations related to the Pest Control Business. SVM000008. The parties agreed that the “SELLER” would retain “[a]ll claims of governmental entities ... for penalties or damages based upon alleged violations of state or federal environmental protection laws if and to the extent that such claims arise out of actions of SELLER occurring before the Closing Date....” SVM000053.

The Corporate Succession Summary also incorrectly implies that Old Terminix may have been involved in ongoing control of Terminix LP (Old Terminix “management could participate

¹ Although the Asset Purchase Agreement states that ServiceMaster Industries, Inc. “will create a Delaware limited partnership with the name ‘The Terminix Company’ (hereinafter called ‘BUYER’),” SVM000005, the name of the new entity formed as the Buyer was changed to The Terminix Company International Limited Partnership. See SVM000054 (Complete Joinder in Agreement executed pursuant to Section 11.06 of the Asset Purchase Agreement).

in the ownership of the newly created ServiceMaster subsidiary.”). Corporate Succession Summary at 12. The Asset Purchase Agreement merely states that “one or more individuals ... who are currently shareholders of SELLER” will be selected by Edward W. Cook to be Class A Limited Partners who would hold a collective four percent share in Terminix LP, *id.* The right to select 4% of Terminix LP’s Class A limited partners, does not evidence control by Old Terminix. Furthermore, as a general matter, limited partners do not participate in the control of the business.

Old Terminix dissolved on January 16, 1987, according to the attached Articles of Dissolution that were filed with the Tennessee Secretary of State. SVM000200-201.

The Respondents previously obtained a 1985 proxy statement for Cook International, Inc., prior to Cook International, Inc.’s merger with its subsidiary Old Terminix. SMV000056-141. That proxy statement lists Cook International, Inc.’s only businesses at that time as: the Old Terminix’s pest control business, NCC Energy Inc., an oil and gas exploration and production company (a subsidiary of Cook Energy, Inc.), “a subsidiary located in New York City which engages in various real estate activities,” and an investment as a limited partner “in a strategic metals mining and oil and gas venture.” SVM000058. Therefore, it appears that Cook Industries, Inc. divested itself of Riverside Chemical Company/RCC, Inc. and its assets, or Riverside Chemical Company/RCC, Inc. was effectively defunct, prior to both Cook Industries, Inc.’s merger with Old Terminix and the subsequent sale of certain assets of that company’s Pest Control Business to Terminix LP.

Finally, Respondents are not aware of any information or documents showing that Cook International, Inc. or Old Terminix ever operated the alleged pollution causing activities of Riverside Chemical Company/RCC, Inc. Nor is it possible that the Respondents or any of their corporate predecessors controlled any activities at the Riverside site. The Corporate Succession

Summary shows that the majority of Riverside's assets had been sold to Terra Chemicals International, Inc. in 1977 and that the property at issue was sold again to Chemall, Inc. in 1978, many years prior Terminix LP's purchase of the Pest Control Business. It appears that Chemall, Inc., after becoming Calabrian Chemicals, retained ownership of the Riverside site in Texas through at least 1998.²

2. Did you or any of your associated entities assume or acquire any of Riverside Chemical Company's liabilities?

RESPONSE: Respondents object to the term "associated entities" as undefined, vague, and ambiguous. Respondents will interpret the term "associated entities" to refer to subsidiaries of the Respondents. Subject to the foregoing objection, Respondents state as follows: No. The Asset Purchase Agreement does not include any express assumption or acquisition of such liabilities. Furthermore, as discussed above, it appears that Riverside Chemical Company/RCC, Inc. was effectively defunct prior to Cook Industries, Inc.'s merger with Old Terminix, that the Riverside Chemical Company/RCC, Inc. assets (including the Texas property at issue) had long ago been sold to Terra Chemicals International, Inc. (and then to Chemall, Inc.), and that Riverside Chemical Company/RCC, Inc. stock or assets were never conveyed to ServiceMaster Industries, Inc./Terminix LP.

3. Were you involved in any of Riverside Chemical Company's day-to-day operations between 1974 and 1978?

RESPONSE: Respondents object to the term "involved in" as undefined, vague, and ambiguous. Respondents will interpret the term "involved in" to ask whether Respondents managed, directed, or conducted operations at a Riverside Chemical Company facility or facilities. Respondents

² See, Texas Natural Resources Conservation Commission, Expanded Site Inspection Work Plan for Star Lak Canal, a.k.a. Jefferson Canal (Feb. 1998) at 001105, *available at*, <https://semspub.epa.gov/work/06/88407.pdf>.

further object to Request No. 3 as it does not identify any particular Riverside Chemical Company facility or facilities at issue, where it or they were located, or what operations occurred at this facility or facilities. Subject to the foregoing objections, Respondents state as follows: No. None of the Respondents had even been formed during the time period cited in the request. Nor are Respondents aware of any information or documents indicating that Cook International, Inc. or Old Terminix ever operated the alleged pollution causing activities of Riverside Chemical Company/RCC, Inc. If they had, for the reasons discussed above, neither ServiceMaster Industries, Inc. nor Terminix LP assumed the liabilities of Old Terminix except as expressly stated in the Asset Purchase Agreement with respect to certain aspects of Old Terminix's Pest Control Business.

4. Have you or any of your associates and/or related entities in any way been involved with or conducted any business at the Site?

RESPONSE: Respondents object to the terms "associates and/or related entities," "in any way been involved with," and "conducted any business at the Site" as undefined, vague, and ambiguous. Respondents will interpret the term "associates and/or related entities" to refer to subsidiaries of the Respondents. Respondents will interpret the term "in any way been involved with" to ask whether the Respondents or their subsidiaries have ever owned, managed, directed, or conducted operations at a facility within the Site. Respondents will interpret the term "conducted any business at the Site" as owning or operating a facility within the Site. Respondents further object to Request No. 4 as it does not define any time period. As stated, the Request appears to demand information that goes back to at least the early 1940s and continuing through the present. Subject to the foregoing objection, Respondents state as follows: No. Respondents have not located any information or documents indicating that any one of them or their subsidiaries

were involved with or conducted business at the Site. Please also see the responses to questions 1-3 above.

5. If your answer to questions 1-4 above is “No”, you do not need to respond to the remaining questions.

RESPONSE: Because Respondents’ answers to question 1-4 above is “No,” Respondents are not required to provide responses to Section 2, questions 6-14.

Respondents’ Objections

1. Respondents object to the issuance of the Request to “The Terminix International Limited Partnership.” There is no such entity to our knowledge. The correct name of the entity is “The Terminix International Company Limited Partnership.”
2. Respondents object to the extent the Request seeks information that is protected by any applicable privilege. Respondents’ responses are not intended as, and should not be construed as, a waiver or relinquishment of any protection, privilege or immunity. Respondents reserve the right to withdraw and recover any documents or information covered by any applicable privilege if they inadvertently or mistakenly produce such documents or information in their responses to the Request.
3. Respondents object to the extent the Request uses undefined, vague or ambiguous terms that are capable of multiple interpretations. Reasonable assumptions will be made, where possible, as to the intended meanings.
4. Respondents objects to the extent the Request seeks documents or information that may be obtained from some other source or third party, including EPA’s own files, that are more convenient, less burdensome or less expensive, or to the extent that responding will be oppressive, unduly burdensome, or unreasonably expensive.

Respondents’ Objections to EPA Directions and Instructions

1. Respondents object to Instruction 3, claiming that the Request is continuing in nature, as unduly burdensome and beyond the scope of EPA’s authority under 42 U.S.C. § 9604(e). Respondents are producing documents pursuant to a reasonable, good faith inquiry to identify documents and information responsive to the Request. Requiring Respondents to continue searching for responsive documents and information, and then provide supplemental responses, in perpetuity imposes an undue and unreasonable burden and is not authorized by any reasonable interpretation of 42 U.S.C. § 9604(e).

Respondents’ Objections to EPA Definitions

1. Respondents object to Definition 1 to the extent the Request seeks “any and all” information and/or documents as overly broad, unduly burdensome and costly. The Request seeks information going as far back as the early 1940s involving numerous

business transactions and defunct corporate entities. It would be infeasible to identify “all” documents that respond to some of the questions posed in the Request.

2. Respondents object to the definition of “you” or “your” or “Respondent” as including “officers, managers, employees, contractors, tastes, partner, successors and agents.” It is not clear from the context of this definition what “tastes” is intended to indicate. Further, Respondents object to the inclusion of contractors and agents in the definition of “you” or “your” or “Respondent” as it includes unnamed third-party entities over which the Respondents may not have control with respect to the Request. This response is submitted on behalf of the three named Respondents only.